

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name The Pill Club Pharmacy Holdings, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 85-3310112

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

411 Borel Ave., Suite 100
San Mateo, CA 94402

Number, Street, City, State & ZIP Code

San Mateo
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://thepillclub.com/

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **The Pill Club Pharmacy Holdings, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **The Pill Club Pharmacy Holdings, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **Yes, see attachment** Relationship _____
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:

X

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No

- ☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49

- ☐ 50-99

- ☐ 100-199

- ☐ 200-999

- ☐ 1,000-5,000

- ☐ 5001-10,000

- ☐ 10,001-25,000

- ☐ 25,001-50,000

- ☐ 50,001-100,000

- ☐ More than 100,000

15. Estimated Assets

- ☒ \$0 - \$50,000

- ☐ \$50,001 - \$100,000

- ☐ \$100,001 - \$500,000

- ☐ \$500,001 - \$1 million

- ☐ \$1,000,001 - \$10 million

- ☐ \$10,000,001 - \$50 million

- ☐ \$50,000,001 - \$100 million

- ☐ \$100,000,001 - \$500 million

- ☐ \$500,000,001 - \$1 billion

- ☐ \$1,000,000,001 - \$10 billion

- ☐ \$10,000,000,001 - \$50 billion

- ☐ More than \$50 billion

Debtor **The Pill Club Pharmacy Holdings, LLC**

Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **The Pill Club Pharmacy Holdings, LLC** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/18/2023
MM / DD / YYYY

X /s/ Elizabeth Meyerdirk
Signature of authorized representative of debtor

Title **Chief Executive Officer**

Elizabeth Meyerdirk
Printed name

18. Signature of attorney

X /s/ Katherine A. Preston
Signature of attorney for debtor

Date 04/18/2023
MM / DD / YYYY

Katherine A. Preston
Printed name

Winston & Strawn LLP
Firm name

800 Capitol St
Suite 2400
Houston, TX 77002
Number, Street, City, State & ZIP Code

Contact phone **(713) 651-2699** Email address **KPreston@winston.com**

24088255 TX
Bar number and State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Northern District of Texas	
(State)	
Case number (if known): _____	Chapter <u>11</u>

☐ Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of The Pill Club Pharmacy Holdings, LLC.

- Hey Favor, Inc.
- The Pill Club Pharmacy Holdings, LLC
- MedPro Pharmacy, LLC
- MobiMeds, Inc.
- FVR Medical Group, Inc.
- FVR Medical Group of New Jersey, PC
- FVR Medical Group of Texas, PA
- FVR Medical Group of Kansas, PA

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	Chapter 11
)	
THE PILL CLUB PHARMACY HOLDINGS,)	Case No. _____ (_____)
LLC,)	
Debtor.)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holder	Address of Equity Holder	Approx. Percentage of Equity Held
The Pill Club Pharmacy Holdings, LLC	Hey Favor, Inc.	411 Borel Ave., Suite 100 San Mateo, CA 994402	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	Chapter 11
)	
THE PILL CLUB PHARMACY HOLDINGS,)	Case No. _____ (_____)
LLC,)	
Debtor.)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Equity Holder	Approximate Percentage of Membership Units Held
Hey Favor, Inc.	100%

Fill in this information to identify the case:

Debtor name The Pill Club Pharmacy Holdings, LLC, et al.
 United States Bankruptcy Court for the: Northern District of TX
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Veru, Inc.	2916 North Miami Ave Suite 1000 Miami, FL 33127	Trade debt				\$3,913,816.80
2	Latham & Watkins LLP	12670 High Bluff Dr, San Diego, CA 92130 Attn: Amy Hargreaves	Legal services				\$1,614,120.46
3	Google LLC	1600 Amphitheatre Parkway Mountain View, CA 94043	Trade debt				\$899,994.73
4	Morrison & Foerster LLP	12531 High Bluff Drive Suite 100 San Diego, CA 92130 Attn: Steve Rowles	Legal services				\$842,203.75
5	Mayne Pharma Inc	Kimberly Parker EVP, General Counsel 3301 Benson Drive, Suite 401 Raleigh, NC 27609	Trade debt				\$626,896.53
6	DHL	1210 S. Pine Island Road 4th Floor Plantation, FL 33324	Trade debt				\$381,964.85

The Pill Club Pharmacy Holdings, LLC, et al.

Debtor

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	Xiromed LLC	180 Park Ave #101 Florham Park, NJ 07932	Trade debt				\$263,541.87
8	McKesson Specialty Health	10101 Woodloch Forest The Woodlands, TX 77380	Trade debt				\$234,000.00
9	Socure Inc.	885 Tahoe Blvd. Suite 111 Incline Village, NV 89451	Trade debt				\$140,752.10
10	Twilio, inc.	10101 Spear St 5th Floor, San Francisco, CA 94105 Attn: Legal	Trade debt				\$125,374.86
11	Mylan Pharmaceuticals Inc.	Robert Coury Global Center 1000 Mylan Blvd. Canonsburg, PA 15317	Trade debt				\$121,800.24
12	Elation Health, Inc	530 Divisadero St, #872, San Francisco, CA 94117	Trade debt				\$105,000.00
13	Roots Automation Inc.	200 Broadway Floor 5 New York, NY 10038,	Trade debt				\$98,000.00
14	BEP Borel Investors LLC	411 Borel Avenue San Mateo, CA 94402	Trade debt				\$89,039.85
15	Meta Platforms, Inc.	1601 Willow Rd Menlo Park, CA 94025	Trade debt				\$88,301.18

The Pill Club Pharmacy Holdings, LLC, et al.

Debtor

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16	nOps	655 Montgomery Street Fl 6 San Francisco, CA 94111	Trade debt				\$82,550.39
17	AmerisourceBergen	1 West First Avenue Conshohocken, PA 19428	Trade debt				\$79,602.01
18	Anda, Inc.	2915 Weston Road Weston, FL 33331	Trade debt				\$74,676.43
19	Amplitude, Inc.	201 3rd Street, Suite 200 San Francisco, CA 94103	Trade debt				\$73,020.03
20	Principal Builders, Inc.	616 Minna Street San Francisco, CA 94103	Trade debt				\$62,466.00
21	Ropes & Gray LLP	800 Boylston Street Boston, MA 02199 Attn: Christina Bergeron	Trade debt				\$52,642.89
22	Postclick	303 2nd Street Suite 901 San Francisco, CA 94107	Trade debt				\$49,992.00
23	CCI-Buckingham, LP	720 Brazos Street, Suite 900 Austin, TX 78701	Trade debt				\$49,878.03
24	Glenmark Pharmaceuticals Inc.	750 Corporate Drive Mahwah, NJ 07430	Trade debt				\$46,772.04

The Pill Club Pharmacy Holdings, LLC, et al.

Debtor

Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25	Presidio Trust	1750 Lincoln Blvd. San Francisco, CA 94129	Trade debt				\$41,551.34
26	LinkedIn Corporation	1000 W Maude Ave Sunnyvale, CA 94085	Trade debt				\$36,019.50
27	Flatworld Solutions Inc.	116 Village Blvd. Princeton, NJ 08540	Trade debt				\$36,000.00
28	Salesforce, Inc.	415 Mission St, San Francisco, CA 9 4105	Trade debt				\$32,500.00
29	Right Side Up, LLC	4521 Eagle Feather Dr Austin, TX; 78735	Trade debt				\$30,000.00
30	Quarles & Brady LLP	2 N Central Ave #3, Phoenix, AZ 85004 Attn: Roger Morris	Trade debt				\$28,507.50

Fill in this information to identify the case and this filing:

Debtor Name The Pill Club Pharmacy Holdings, LLC
United States Bankruptcy Court for the: Northern District of TX
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement, Top 30 Creditors (consolidated)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 4/18/2023
MM / DD / YYYY

X

s/ Elizabeth Meyerdirk

Signature of individual signing on behalf of debtor

Elizabeth Meyerdirk
Printed name

CEO
Position or relationship to debtor

**Unanimous Written Consent of the Board of Directors (the “Board”) of
(i) Hey Favor, Inc.; (ii) The Pill Club Pharmacy Holdings, LLC;
(iii) MedPro Pharmacy, LLC; (iv) MobiMeds, Inc.; (v) FVR Medical
Group, Inc.; (vi) FVR Medical Group of New Jersey, PC;
(vii) FVR Medical Group of Kansas, PA; and (viii) FVR
Medical Group of Texas, PA (together, the “Company”)**

April 18, 2023

I. COMMENCEMENT OF CHAPTER 11 CASE

WHEREAS, the Board reviewed and analyzed the materials presented by the management and legal advisors of the Company regarding the financial condition, liabilities and liquidity position of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s business; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code, sections 101-1532, *et seq.* (the “**Bankruptcy Code**”) of the United States Bankruptcy Code; in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

WHEREAS, the Board desires to adopt and approve the following resolutions.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Company is hereby authorized to file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”); and be it further

RESOLVED, that each of the Chief Executive Officer, Chief Financial Officer, and such other officers as may be designated by the Chief Executive Officer (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief; and be it further

II. RETENTION OF ADVISORS

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to continue to employ the law firm of Winston & Strawn, LLP (“**Winston**”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, (and to replenish said retainers as necessary to maintain the same), and to cause to be filed an appropriate application for authority to retain the services of Winston & Strawn, LLP; and be it further

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the financial advisory firm of Accordion Partners, LLC (the “**Financial Advisor**”) to, assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, to cause to be filed appropriate applications for authority to retain the services of Accordion Partners; and be it further

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ BMC Group, Inc. (“**BMC**”) as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of BMC; and be it further

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

III. GENERAL

RESOLVED, that each of the Authorized Officers shall be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Company, to take any and all such actions and to execute and deliver any and all such documents and instruments as the Board and the officers of the Company shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, any of the foregoing resolutions, and the fact that the Board and the officers of the Company have taken any such action or executed or delivered any such document or instrument shall be conclusive evidence of the approval and authorization thereof by the Company; and be it further

RESOLVED, that any and all actions heretofore, concurrently, or hereafter taken by the Board and the officers of the Company in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as fully as if such had been presented to the Board for approval prior to such action or actions being taken; and be it further

RESOLVED, that the actions taken by this written consent shall have the same force and effect as if taken by the undersigned at a meeting, duly called and constituted in accordance with the bylaws of the Company; and be it further

RESOLVED, that any and all notice of any meeting otherwise required regarding these resolutions, or the matters covered hereby is hereby waived in all respects; and be it further

RESOLVED, that this consent may be sent or delivered by facsimile or other electronic transmission and in any number of counterparts, each of which shall be deemed original, and such counterparts, when taken together, shall constitute one and same instrument, and shall be legally effective for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned members of the Board hereby consent to the foregoing resolutions and actions which shall be effective as of the date first written above.

By: Elizabeth Meyerdirk
Elizabeth Meyerdirk

By: Kris Fredrickson
Kris Fredrickson

By: Carle Stenmark
Carle Stenmark

By: T.J. Nahigian
T.J. Nahigian